

RECORDATION NO. 20161-A FILED

JUL 10 '07 -10 06 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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July 10, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Railcar Lease and Security Interest, dated as of June 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Railcar Lease Intended as Security previously filed with the Board under Recordation Number 20161.

The name and address of the party to the enclosed document are:

Successor

Lessor: ING Bank N.V., Dublin Branch
49 St. Stephen's Green
Dublin 2
Ireland

[Lessee: Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago IL 60611-5318]

Mr. Vernon A. Williams
July 10, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

483 railcars within the series ICG 299500 – ICG 299524; ICG 755169 – ICG 755499; IC 56465 – IC 56796; IC 97600 – IC 97999; IC 249207 – IC 299520 and IC 755183 – IC 755490 as more particularly set forth in the equipment schedule attached to the document.

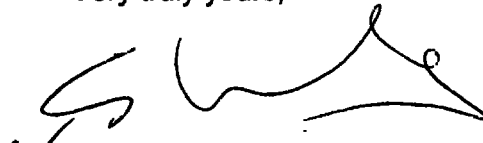
A short summary of the document to appear in the index is:

Termination of Railcar Lease and Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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TERMINATION OF RAILCAR LEASE AND SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF RAILCAR LEASE AND SECURITY INTEREST is made as of June 28, 2007 by **ING Bank N.V., Dublin Branch** (the "Lessor").

WITNESSETH:

1. **ING Lease (Ireland) B.V. Dublin Branch** (the "Original Lessor") and **Illinois Central Railroad Company** (the "Lessee") entered into a Railcar Lease Intended as Security dated as of June 28, 1996 (the "Original Lease") covering the four-hundred eighty-three (483) units of railroad rolling stock more particularly described in Schedule A hereto (the "Cars");
2. The Original Lease was filed at the Surface Transportation Board pursuant to 49 U.S.C. §11301 on June 28, 1996 at 12:15 P.M. with primary recordation # 20161;
3. As of June 27, 2001, Original Lessor assigned all its right, title and interest in the Original Lease, and the Cars thereunder, to Lessor;
4. Lessor and Lessee entered into (i) an Amendment to Railcar Lease Intended as Security dated as of June 28, 2001 and (ii), with **Canadian National Railway Company (as Guarantor)**, an Amendment No. 2 to Railcar Lease Intended as Security dated as of June 28, 2004 (both of the foregoing Amendments being, together with the Original Lease, collectively, the "Lease");
5. In connection with the Lease, and the cars thereunder, UCC Financing Statements were filed with the Office of Secretary of State of Illinois (i) on June 28, 1996 with file # 3559879 (with UCC Financing Statement Amendments thereto filed on (x) June 29, 2001 with file #'s 4407609, 4407610 and 4407611 and (y) July 9, 2004 with file # 8715457) and (ii) on June 29, 2001 with file # 4407612 (with UCC Financing Statement Amendment thereto on July 9, 2004 with file # 8715458) (all of the foregoing UCC Financing Statements, and UCC Financing Statement Amendments thereto, being collectively, the "UCC Filings"); and
6. Lessee has (i) performed all of its obligations under the Lease and (ii) purchased the Cars from Lessor on or before the date hereof.

NOW THEREFORE, for good and valuable consideration, Lessor agrees and acknowledges for the public record that (i) the Lease is hereby terminated (except for such terms thereof which expressly survive termination), (ii) any security interest in the Cars is hereby irrevocably and unconditionally released and (iii) the Lessee, or its counsel, is hereby authorized to terminate the UCC Filings on behalf of Lessor by filing one or more UCC Financing Statement Amendments in the name of Lessor.

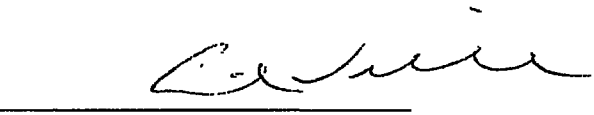
This termination document shall be construed and governed by the laws of the State of New York.

IN WITNESS WHEREOF, the Lessor has caused this Termination of Lease and Security Interest to be executed as of the date first above written by its officer thereunto duly authorized and such officer declares pursuant to 28 U.S.C. §1746 under penalty of perjury that the foregoing is a true and correct document..

ING BANK N.V., DUBLIN BRANCH
Lessor

By: 

Name: **Sean Hassett**
Title: **Director**

By: 

Name: **Aidan Neill**
Title: **Vice President**

SCHEDULE A

Description of Equipment

One hundred twenty-four (124), 100 ton covered hopper cars with 4750 cubic foot capacity manufactured by Pullman Standard and bearing reporting marks ICG 766700 to 766832 (both inclusive, but excluding numbers ICG 766701, 766742, 766748, 766784, 766785, 766795, 766798, 766800 and 766828.)

Nineteen (19) 48 foot GBSR gondola cars, equipped with 100-ton trucks and 2,011 cubic foot capacity, manufactured by Evan Products Co. and bearing reporting marks set forth below.

ICG 299500	ICG 299502	ICG 299503
ICG 299504	ICG 299505	ICG 299507
ICG 299508	ICG 299509	ICG 299510
ICG 299511	ICG 299512	ICG 299513
ICG 299515	ICG 299517	ICG 299518
ICG 299519	ICG 299522	ICG 299523
ICG 299524		

One hundred (100) 65 foot GB gondola cars, equipped with 5 foot 6 inch sides and 100-ton trucks and 3,243 cubic foot capacity, manufactured by Bethlehem Steel Car and bearing reporting marks set forth below.

		IC 097600
	IC 097601	
IC 097602	IC 097603	IC 097604
IC 097605	IC 097608	IC 097609
IC 097611	IC 097612	IC 097613
IC 097614	IC 097615	IC 097616
IC 097617	IC 097618	IC 097619
IC 097620	IC 097621	IC 097622
IC 097624	IC 097625	IC 097626
IC 097627	IC 097628	
IC 097629	IC 097900	IC 097903
IC 097904	IC 097912	IC 097913
IC 097914	IC 097916	IC 097918
IC 097919	IC 097920	IC 097923
IC 097924	IC 097925	IC 097926
IC 097927	IC 097928	IC 097929
IC 097930	IC 097932	IC 097933
IC 097934	IC 097935	IC 097937
IC 097941	IC 097942	IC 097943

IC 097944	IC 097945	IC 097946
IC 097949	IC 097950	IC 097951
IC 097952	IC 097954	IC 097955
IC 097956	IC 097957	IC 097958
IC 097961	IC 097964	IC 097965
IC 097966	IC 097967	IC 097968
IC 097969	IC 097970	IC 097971
IC 097972	IC 097973	IC 097974
IC 097977	IC 097978	IC 097979
IC 097980	IC 097981	
IC 097982	IC 097983	IC 097985
IC 097986	IC 097987	IC 097988
IC 097989	IC 097990	IC 097994
IC 097997	IC 097998	IC 097999
IC 249207	IC 249210	IC 249215
IC 249239	IC 299506	IC 299514
IC 299520		

Two hundred forty (240) 100-ton covered hopper cars, with 4700 cubic foot capacity, manufactured by General American Transportation Company and bearing reporting marks set forth below.

	IC 755183	IC 755188
IC 755190	IC 755197	IC 755205
IC 755210	IC 755211	IC 755221
IC 755227	IC 755241	IC 755243
IC 755254	IC 755263	IC 755265
IC 755285	IC 755289	IC 755295
IC 755298	IC 755306	IC 755310
IC 755316	IC 755319	IC 755321
IC 755325	IC 755330	IC 755331
IC 755340	IC 755342	IC 755345
IC 755347	IC 755357	IC 755358
IC 755361	IC 755365	IC 755366
IC 755374	IC 755375	
IC 755379	IC 755383	IC 755386
IC 755389	IC 755390	IC 755395
IC 755399	IC 755405	IC 755442
IC 755458	IC 755461	IC 755468
IC 755469	IC 755471	IC 755476
IC 755481	IC 755482	IC 755483
IC 755487	IC 755489	IC 755490

ICG 755171	ICG 755169	ICG 755170
ICG 755182	ICG 755174	ICG 755180
ICG 755199	ICG 755191	ICG 755196
ICG 755214	ICG 755206	ICG 755207
ICG 755219	ICG 755216	ICG 755218
ICG 755223	ICG 755222	
ICG 755234	ICG 755229	ICG 755232
ICG 755247	ICG 755237	ICG 755244
ICG 755255	ICG 755250	ICG 755253
ICG 755270	ICG 755260	ICG 755269
ICG 755280	ICG 755275	ICG 755278
ICG 755288	ICG 755282	ICG 755284
ICG 755302	ICG 755291	ICG 755294
ICG 755314	ICG 755311	ICG 755312
ICG 755328	ICG 755317	ICG 755322
ICG 755343	ICG 755334	ICG 755341
ICG 755356	ICG 755353	ICG 755355
ICG 755363	ICG 755359	ICG 755360
ICG 755378	ICG 755364	ICG 755369
ICG 755391	ICG 755381	ICG 755387
ICG 755396	ICG 755393	ICG 755394
ICG 755408	ICG 755398	ICG 755400
ICG 755414	ICG 755410	ICG 755412
ICG 755422	ICG 755415	ICG 755416
ICG 755427	ICG 755426	
ICG 755431	ICG 755429	ICG 755430
ICG 755437	ICG 755432	ICG 755433
ICG 755445	ICG 755439	ICG 755443
ICG 755451	ICG 755446	ICG 755449
ICG 755464	ICG 755454	ICG 755459
ICG 755486	ICG 755477	ICG 755480
ICG 755499	ICG 755497	ICG 755498

~~Two hundred forty (240) 100-ton covered hopper cars, with 4700 cubic feet capacity, manufactured by General American Transportation Company and bearing reporting marks set forth below.~~

IC 056465	IC 056467	IC 056468
IC 056476	IC 056478	IC 056479
IC 056481	IC 056484	IC 056485
IC 056486	IC 056489	IC 056492

IC 056493	IC 056494	IC 056495
IC 056501	IC 056503	IC 056509
IC 056512	IC 056513	IC 056513
IC 056517	IC 056520	IC 056524
IC 056525	IC 056533	IC 056535
IC 056538	IC 056540	IC 056545
IC 056548	IC 056549	IC 056552
IC 056556	IC 056557	IC 056566
IC 056567	IC 056572	IC 056573
IC 056581	IC 056586	IC 056587
IC 056592	IC 056596	IC 056599
IC 056608	IC 056609	IC 056626
IC 056633	IC 056635	IC 056636
IC 056637	IC 056646	IC 056649
IC 056651	IC 056662	
IC 056668	IC 056672	IC 056677
IC 056682	IC 056685	IC 056688
IC 056701	IC 056702	IC 056703
IC 056704	IC 056706	IC 056711
IC 056718	IC 056720	IC 056725
IC 056728	IC 056734	IC 056735
IC 056736	IC 056741	IC 056744
IC 056750	IC 056752	IC 056753
IC 056766	IC 056767	IC 056772
IC 056773	IC 056774	IC 056775
IC 056795	IC 056796	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/10/07



Robert W. Alvord